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- and -

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Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
In re: : Chapter 11  
:   
CIRCUIT CITY STORES, INC., : 1Case No. 08-35653-KRH  
et al., :   
:   
Debtors. : Jointly Administered  
- - - - - x

**ORDER GRANTING FIRST INTERIM FEE APPLICATION OF SKADDEN,  
ARPS, SLATE, MEAGHER & FLOM LLP FOR COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL  
TO THE DEBTORS FOR THE PERIOD FROM NOVEMBER 10, 2008  
THROUGH AND INCLUDING JANUARY 31, 2009**

This Court having entered the Order Under  
Bankruptcy Code Sections 105(a) and 331 Establishing  
Procedures for Interim Compensation (D.I. 830, the

"Interim Compensation Order"); and this Court having previously authorized the employment of Skadden, Arps, Slate, Meagher & Flom LLP and its affiliated law offices ("Skadden, Arps") in the cases of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors");<sup>1</sup> and the First Interim Fee Application Of Skadden, Arps, Slate, Meagher & Flom LLP For Compensation For Services Rendered And Reimbursement Of Expenses As Counsel To The Debtors For The Period From November 10, 2008 Through And Including January 31, 2009 (the "First Interim Fee Application") having been filed and served pursuant to the Interim Compensation Order; and this Court having fully considered the record before it; and it appearing that the relief requested by the First Interim Fee Application is in the best interests

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc.(n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9954 Mayland Drive, Richmond, Virginia 23233.

of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The First Interim Fee Application is GRANTED.
2. The fees and expenses requested in the First Interim Fee Application are hereby allowed on a in the amounts set forth on Exhibit A, subject to the filing of a final fee application.
3. The Debtors are hereby authorized to promptly pay Skadden, Arps the difference, if any, between the amount of fees and expenses allowed by this Order and the actual interim payments received by Skadden, Arps.

4. This Order is without prejudice to the right of Skadden, Arps to seek further allowance and payment of compensation and reimbursement of expenses

upon application to this Court in  
accordance with the Administrative Order.

Dated: Richmond, Virginia

\_\_\_\_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
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/s/ Douglas M. Foley  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
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(804) 775-1000

Counsel to the Debtors and  
Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley

**EXHIBIT A**

<b>Period Covered</b>	<b>Date Served</b>	<b>Requested Fees, Expenses</b>		<b>Paid Fees, Expenses</b>	
11/10/08 to 11/30/08	12/11/08	\$877,737.00	\$19,861.00	\$749,954.00	\$19,861.00
12/1/08 to 12/31/08	1/21/09	\$1,127,539.00	\$45,505.00	\$958,408	\$45,505.00
1/1/08 to 1/31/08	2/25/09	\$1,085,837.00	\$61,804.00	\$922,961.00	\$61,804.00
<b>Total</b>		<b>\$3,064,389.00*</b>	<b>\$127,170.00</b>	<b>\$2,631,323.00</b>	<b>\$127,170.00</b>

\*This total has been reduced by (1) \$16,724.00, which reflects additional client accommodations given at the time the Interim Fee Application was prepared, and (2) \$10,000.00, which reflects an agreed upon reduction to resolve certain informal objections received from the Office of the United States Trustee.